

Steven J. Cohen (SC-1289)  
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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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ARGO TURBOSERVE CORPORATION,	:	07 CV 8410 (RMB) (GWG)
	:	
Plaintiff,	:	<b>DECLARATION OF</b>
	:	<b>STEVEN J. COHEN IN</b>
	:	<b>OPPOSITION TO</b>
-against-	:	<b>DEFENDANTS'</b>
	:	<b><u>MOTION TO DISMISS</u></b>
DEAN ANGELLE AND DENISE ANGELLE,	:	
	:	
Defendants.	:	
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**STEVEN J. COHEN**, an attorney duly admitted to practice law in the State of New York, makes the following declaration, pursuant to 28 U.S.C. §1746, under penalty of perjury:

1. I am a member of Wachtel & Masys, LLP, attorneys for plaintiff Argo Turboserve Corporation ("ATC"). I am fully conversant with the facts and circumstances set forth herein. This declaration is submitted in opposition to defendants' motion to dismiss the Amended Complaint.

2. The following documents are attached hereto and made a part of this opposition.

<u><b>Exhibit</b></u>	<u><b>Document</b></u>
A	Stock Purchase Agreement (the "SPA") between ATC, Dean Angelle, Denise Angelle and D&D Pipe & Rentals Inc ("D&D"), dated February 1, 2006 and the "Disclosure Schedule", Exhibit "D" thereto.
B	Judgment of Dismissal filed March 20, 2008 in <u>Dean Angelle v. D&amp;D Pipe and Rentals, Inc.</u> ; in the 15 <sup>th</sup> Judicial

District Court for the Parish of Lafayette, State of  
Louisiana, No. 2007-5204.

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Letter from Steven J. Cohen, attorney for ATC, to Carl D.  
Rosenblum, attorney for the Defendants, dated October 23,  
2007.

I declare under penalty of perjury that the foregoing is true and accurate.

Executed on April 2, 2008.

/s/

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Steven J. Cohen (SC-1289)